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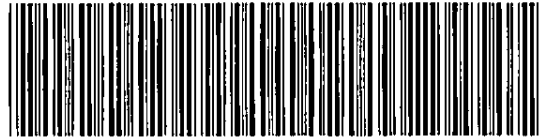
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CLERK OF THE COURT  
STATE OF FLORIDA  
TALLAHASSEE, FL

## COVER LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Parakaleo International INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

### FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

### OPTIONAL:

Certificate of Status	\$ 8.75
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Parakaleo International

Name (printed or typed)

P.O. box 1413

Address

Clover, SC 29710

City, State & Zip

704-806-5448

Daytime Telephone Number

exec.parakaleo@outlook.com

E-mail address: (to be used for future annual report notification)

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**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Hannah Costello, Executive VP  
(Name) (Title)  
of Parakaleo International INC a foreign Corporation  
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was August 15, 2012.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was South Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Parakaleo International INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Parakaleo International INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was South Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Hannah Costello, of Parakaleo International INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 16 day of October, 2023.



(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S. (Not for Profit)

**ARTICLE I    NAME**

The name of the corporation shall be:

Parakaleo International *INC.*

**ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailing address shall be:

Principal Address

243 B. Santa Rosa Rd.

Cantonment, FL 32533

Mailing Address

P.O. Box 6001

Pensacola, FL 32503

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized:

Exclusively for charitable, religious, educational, and  
scientific purposes, for such purposes, the making of  
distributions to organizations that qualify as exempt  
organizations under section 501(c)(3) of the Internal  
Revenue Code, or the corresponding section of any  
future federal tax code.

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STATE  
FL

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

As set forth in the corporation Bylaws, written July 19, 2012  
and amended September 14, 2023.

**ARTICLE V INITIAL DIRECTORS AND/ OR OFFICERS**

The name(s) and address(es) and specific title(s):

Title/Name

President/Kevin Falde  
2230 Meadow Rd.  
Clover, SC 29710

Title/Name

Exec. VP/Hannah Costello  
39 Cove St.  
Verona Island, ME 04416

Title/Name

Med. VP/Moriah Falde  
243 B. Santa Rosa Rd.  
Cantonment, FL 32533

Title/Name

Board Chair/Brian Criss  
2892 Cavern Rd.  
Rapid City, SD 57702

Title/Name

Treasurer/Ken Rivera  
455 Ashley Brook Dr.  
Hamilton, OH 45013

Title/Name

Board/Jennifer Morgan  
7607 Waterlilly Ln.  
Pearland, TX 77581

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**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Moriah Falde

243 B. Santa Rosa Rd.

Cantonment, FL 32533

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

Hannah Costello

39 Cove St.

Verona Island, ME 04416

\*\*\*\*\*

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Moriah Falde

Signature/Registered Agent

Hannah Costello

Signature/Incorporator

11/05/2023

Date

11/05/2023

Date

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CLERK OF SUPERIOR COURT  
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Parakaleo International

Bylaws

July 19, 2012

Clover, South Carolina USA

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SO. CAROLINA

## Article I

Purposes of the Corporation. As set forth in the Articles of Incorporation, Parakaleo international is organized exclusively for charitable and educational purposes.

### Section 1.01 Purpose Statement

Parakaleo International seeks to restore lives, impact culture and change the world by planting churches, promoting Christian education and providing medical care and compassionate relief as both an outreach and a support to the impoverished church worldwide.

### Section 1.02 Mission Statement.

Parakaleo International strives to efficiently and effectively fulfill the great commission as commanded in Matthew 28. In an effort to be wise stewards of God's blessings we seek to reach the most people possible with the resources available. Realizing that national pastors and church leaders will understand the needs of their culture best, we strive to support them in planting new churches and sustaining established ones. To promote independent and interdependent churches and communities, Parakaleo International will assist with the formation of "National advisory committees" made up of a diverse national population that represents the needs of their own country and communities. These committees will assist in the formation of new project goals, provide accountability among the national pastors and workers, and give direct support to ongoing projects. Parakaleo International will maintain divisions to oversee specific projects that support our mission and the national workers related to these projects. These divisions will be, but are not limited to: church planting division, medical division, education division, and compassionate relief division. These divisions will respectively support the planting of new churches and sustaining established ones, promote the training of national teachers and Christian Schhols associated with local churches, and encourage evangelism by showing the low of Christ in a tangible way through providing for the medical and physical needs of impoverished communities.

## Article II

### Offices

Section 2.01 Location. The principal office of Parakaleo International shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate.

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JANUARY 25 2024



Section 3.08 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, no less than two board members then in office shall constitute a quorum for the transaction of business. Regardless to number, quorum must include either the president or the executive director. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.

Section 3.09 Meetings of the Board.

- (a) Meetings of the Board of Directors, regular or special, may be held at such place and time as determined by the board and communicated by the head or chair of the Board.
- (b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least two regular meetings a year including the annual meeting, but may meet more frequently if circumstances require.

Section 4.10 Informal Action by Directors; Meetings by Conference Telephone.

- (a) Unless otherwise restricted by law, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors' consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.
- (b) Any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 3.11 Voting. Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

Section 112 Compensation. Directors shall not receive any compensation from Parakaleo International for services rendered to the Corporation as members of the Board, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board.

Section 3.13. Absence. Each Board member is expected to communicate with the Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

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## ARTICLE IV

### Committees

Section 4.01 Committees. The Board of Directors, by majority vote may designate and appoint committees, consisting of directors and/or non-board personnel as deemed appropriate by the board, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 4.02. Executive Committee. Between meetings of the Board of Directors, ongoing oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 4.03. Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that Parakaleo International financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 4.04. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4.05, Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 4.06. Vacancies, Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 4.07. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## ARTICLE V

### Miscellaneous

Section 5.01. The fiscal year of the corporation shall be the calendar year.

Section 5.03. Contracts and Other Documents. The Board of Directors may authorize the Chair, the Executive Director, and the Secretary in the absence of an Executive Director

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to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 5.04. Gifts. The Board of Directors authorizes the Executive Director and the Secretary, as well as the Chair, to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of Parakaleo International.

Section 5.05 Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of Parakaleo International shall be signed by any board member or officer appointed by the Board of Directors.

Section 5.06. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 5.07 Books and Records to be Kept. The Corporation shall keep (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and any committee having any the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. These books and records will be kept in a secure, online location and be accessible to any Board member having voting rights, or his/her agent or attorney, for any proper purpose at a reasonable time.

Section 5.08 Amendment of Articles and Bylaws. The Articles of Incorporation and bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

Bylaws approved by the Board of Directors on July 19, 2012. Amended September 14, 2023 under Section 5.08 with a unanimous vote from the board of directors.

President/Chair of the Board: \_\_\_\_\_ Kevin Falde

Executive Director: \_\_\_\_\_ Hannah Costello \_\_\_\_\_

Secretary/Treasurer: \_\_\_\_\_ Ken Rivera

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